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8 *Attorneys for Plaintiffs/Petitioners Joel*  
*Benoliel, et al.*  
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12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT OF CALIFORNIA  
14 SAN JOSE DIVISION

15 JOEL BENOLIEL, GREGG R. )  
16 DAUGHERTY, BRUCE E. HOSFORD )  
and DONALD S. JEFFERSON, )

17 Plaintiffs/Petitioners, )

18 v. )

19 BLACKHAWK PARENT LLC, a )  
20 Delaware limited liability corporation, )  
and EOP OPERATING LIMITED )  
21 PARTNERSHIP, a Delaware limited )  
partnership, )

22 Defendants/Respondents. )  
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Case No. C 07-03001 RMW

**DECLARATION OF WARREN E.  
SPIEKER, JR. IN SUPPORT OF  
FIRST AMENDED PETITION TO  
COMPEL ARBITRATION**

1 I, Warren E. Spieker, Jr., declare as follows:

2 1. I make this declaration in support of Plaintiffs/Petitioners Joel Benoliel, Gregg R.  
3 Daugherty, Bruce E. Hosford and Donald S. Jefferson's (collectively "Petitioners") First  
4 Amended Petition to Compel Arbitration. I have personal knowledge of the facts set forth herein  
5 and, if called as a witness, could and would testify competently thereto.

6 2. Prior to July 2, 2001, Petitioners were limited partners of Spieker Properties, L.P.  
7 ("Spieker Properties"), a California limited partnership with its headquarters in Menlo Park,  
8 California. Spieker Properties owned and operated office and industrial real estate located in  
9 California, Oregon and Washington (the "Protected Properties"). At the time of the merger, I  
10 was the Chairman of the Board of Spieker Properties.

11 3. On July 2, 2001, Spieker Properties merged with and into EOP Operating Limited  
12 Partnership ("EOP"). During the negotiations leading to the EOP/Spieker Properties merger, the  
13 parties to the merger held multiple meetings in California, and representatives of EOP  
14 extensively communicated via telephone, facsimile and e-mail with representatives of Spieker  
15 Properties who were situated in California.

16 4. Under the merger agreement governing the EOP/Spieker Properties merger, EOP  
17 acquired the properties previously held by Spieker Properties, and Petitioners became limited  
18 partners of EOP. EOP issued each Petitioner a number of "Partnership Units" corresponding to  
19 the size of that Petitioner's former partnership interest in Spieker Properties. Because Spieker  
20 Properties' business was to own and operate commercial properties, each Partnership Unit  
21 constituted a share of the profits realized from the ownership and operation of Spieker  
22 Properties' real estate.

23 5. Because Petitioners would no longer be in a position to control the disposition of  
24 the properties now held by EOP (and, thus, no longer control the timing of any taxes due on sales  
25 of the properties), we insisted that EOP agree to indemnify Petitioners for certain tax obligations  
26 Petitioners might incur due to the sale or other disposition of the Protected Properties within a  
27 specified time period. EOP and Spieker Properties memorialized this agreement in the Tax  
28 Protection Agreement (the "Protection Agreement").

1           6.       I understand that, on February 9, 2007, EOP and its general partner, Equity Office  
2 Properties Trust ("EOP Trust"), completed a merger with Blackhawk Acquisition, L.P.  
3 ("Blackhawk Acquisition"); Blackhawk Acquisition Trust ("Blackhawk Trust"); and Blackhawk  
4 Parent LLC ("Blackhawk Parent"). Blackhawk Acquisition, Blackhawk Trust and Blackhawk  
5 Parent are affiliates of Blackstone Real Estate Partners, which is an affiliate of Blackstone. I  
6 further understand that, pursuant to the merger agreement governing the EOP/Blackstone  
7 merger, Blackhawk Acquisition merged with and into EOP, and EOP Trust merged with and into  
8 Blackhawk Trust, and that Blackhawk Parent became the general partner of EOP.

9           7.       As a result of the EOP/Blackstone merger, Petitioners' Partnership Units —  
10 Petitioners' interests in the profits realized from the ownership and operation of the former  
11 Spieker Properties real estate — were converted into the right to receive \$55.50 per unit in cash.

12           8.       Attached as Exhibit A is a true and correct copy of the Tax Protection Agreement  
13 dated as of July 2, 2001 between Petitioners and EOP.

14           9.       Attached as Exhibit B is a true and correct copy of a letter dated January 23, 2007  
15 from myself to Frank Cohen of Blackhawk Parent.

16           10.      Attached as Exhibit C is a true and correct copy of a letter dated January 30, 2007  
17 from Mr. Cohen to me.

18           11.      Attached as Exhibit D is a true and correct copy of a letter dated February 13,  
19 2007 from myself to Mr. Cohen.

20           12.      Attached as Exhibit E is a true and correct copy of a letter dated March 12, 2007  
21 from myself to Mr. Cohen.

22           13.      Attached as Exhibit F is a true and correct copy of a letter dated March 15, 2007  
23 from Bruce D. Angiolillo, Esq. to me.

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3 I declare under penalty of perjury under the laws of the United States that the foregoing is  
4 true and correct to the best of my knowledge.

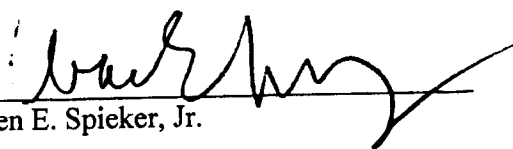
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6 Dated: June 7, 2007

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Menlo Park, California

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Warren E. Spieker, Jr.

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